

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Norfolk Division

R.M.S. TITANIC, INC.,
successor-in-interest to
Titanic Ventures, limited partnership,
Plaintiff,

v.

Civil Action No. 2:93cv902

THE WRECKED AND ABANDONED VESSEL,
ITS ENGINES, TACKLE, APPAREL,
APPURTENANCES, CARGO, ETC., LOCATED
WITHIN ONE (1) NAUTICAL MILE OF A POINT
LOCATED AT 41 43/ 32' NORTH LATITUDE
AND 49 56' 49" WEST LONGITUDE,
BELIEVED TO BE THE R.M.S. TITANIC
in rem,

Defendant.

PERIODIC REPORT

NOW COMES Plaintiff, R.M.S. Titanic, Inc. ("RMST" or the "Company"), by counsel, and files this Periodic Report of R.M.S. Titanic, Inc. on the Progress of Research and Recovery Operations ("Periodic Report").

I. Corporate Developments.

Experiential Media Group 'EMG' LLC, the exhibition touring and merchandising affiliate of RMST has hired Edwin Schaffer as its new Chief Financial Officer and promoted long-time employee Ozgur Ar as its Chief Operating Officer. Jessica Sanders continues to serve as Chief Executive Officer of the Company. The composition of the Board of Directors of Premier Acquisition Holdings, the parent company of RMST, has not changed and remains comprised of Robert Givone, Gilbert Li, and Sheldon Trainor.

II. Titanic Exhibitions.

The “permanent” exhibitions in Las Vegas and Orlando continue to operate. Attendance and revenues at the Las Vegas exhibition are now approaching pre-pandemic numbers. Following reinvestment in and restructuring of the Orlando exhibition, its attendance and revenues now surpass those experienced in 2019. The Company recently debuted at these two exhibitions eleven new artifacts which had never been publicly displayed, including a hairbrush belonging to second class passenger Edgar Andrew (who perished in the sinking at just 17 years old) and a fountain pen belonging to 35 year old third class passenger William Henry Allen who also perished in the tragedy.

The dinner show experience in Orlando has resumed full capacity operations and the Company is testing a Sunday “Tea” for Spring debut there. The Company will present its second speakers’ panel series in Orlando this spring coinciding with the anniversary of the tragedy, and is planning a conference in Las Vegas in August with leaders of the 1998 expedition to commemorate the 25th anniversary of the recovery of “Big Piece”.

The Orange County, Florida school district has named the Company’s Orlando venue as an official field trip destination for its students; and the Company created and filled a new position, Director of Titanic Education and Engagement, to update the Company’s exiting curriculum and to develop new content to provide Titanic based teaching packages for educators. The staff in Atlanta orchestrated a service project to assemble and donate to a local elementary school 130 backpacks filled with school supplies.

The Company will present its first post-pandemic touring exhibition at the Cox Science Center in West Palm Beach, Florida for Fall 2023, and is negotiating with several European venues for additional exhibitions between 2023-2025. In an effort to enhance and modernize the traveling

exhibitions and to engage with and educate the guests in novel ways, the Company has rehired William Sauder as Director of Titanic Research, Dr. David Gallo as Senior Advisor for Strategic Initiatives for RMST, and continues to engage William Lange as Director of Advanced Visualization. The Company also renewed Alex Klingelhofer's agreement as Conservator of Record for the Company.

III. Educational Initiatives.

The Company recently entered into an agreement with La Cité de la Mer, the historic maritime museum in Cherbourg France, to partner on a series of initiatives, including long-term artifact loan exchanges and shared development of exhibition interactives. In November, in conjunction with the public announcement of this partnership, Jessica Sanders, PH Nargeolet, and Jeffrey Taylor, Director of Collections, participated in several press events and a public panel to discuss the wreck site, the artifacts, and to publicly restate the Company's mission: "[T]o preserve the legacy of *Titanic*'s maiden voyage, subsequent sinking, and the memory of her passengers and crew through care and display of recovered artifacts, educational programs, research and recovery initiatives, wreck site imaging and analysis, and ongoing *Titanic* collaborations."

The Company also recently renewed its agreement with the National Museum of Northern Ireland for display of artifacts. Ms. Klingelhofer will travel there in March to personally oversee the rotation of artifacts.

The Company executed a loan agreement with famed Titanic Visual Historian, Ken Marschall, to display of a portion of his private collection of Olympic artifacts which contributes further to the understanding of Titanic.

The company recently concluded an eight-month promotional campaign with a360media, a publisher of magazines, supermarket tabloids, and books, featuring over a hundred Titanic

articles across seven publications, including in Life & Style, Women's Day, and Men's Journal, and culminating in the publication of the Company's first published special interest magazine: 'RMS Titanic, The True Story'. a360media distributed the magazine across one hundred and fifty thousand newsstands and it is also available online.¹

As previously reported, the Company began a social media campaign leading up to the 110th anniversary of the sinking in 2022 presenting quality programming and verified information about Titanic, expanding the Company's digital connection to over 120,000 followers and ultimately reaching over half a million people. The Company has now hired a full-time social media employee to permanently continue this digital outreach, and to restructure and enhance the Company's website, allowing for greater public access the Company's considerable resources.

IV. Marketing/Merchandise.

In its Periodic Report filed on September 17, 2021, the Company informed the Court of its intention to expand its merchandise business to include Non-Fungible Tokens, digital tokens depicting artistic works such as videos, drawings or music bought and sold using blockchain technology (each an "NFT"). Since that time, the Company has been developing this new digital platform to expand access to and public interest in Titanic content, education and programming for new generations.

On February 22, 2023, the Company entered into an agreement with Artifact Labs, a Web3 company dedicated to preserving and connecting history on the blockchain ("Artifact Labs"). Web3 is a description of a new digital platform that combines cryptocurrency, like Bitcoin, NFTs, and decentralized autonomous organizations that act like corporate entities but without the

¹ The Company will be delivering a copy of this magazine to the Court under separate cover.

application of formal corporate formalities. Web3 is designed to serve as an extension of cryptocurrency, using blockchain in new ways. For a thorough description of Web3 and decentralized autonomous organizations (hereinafter a “DAO”) see *Harvard Business Review*, “*The Big Idea Series/Welcome to Web3*” available at www.hbr.org/2022/05/what-is-web3 (last accessed on February 20, 2023).

Artifact Labs will serve as technical partner using its digital expertise and the Company’s content to expand the Company’s exposure through the digital representation of the Company’s historically relevant properties. VSFG will develop digital financial instruments for accredited investors to raise capital for the ongoing research, recovery, preservation, exhibition, and licensing of RMST’s assets, drawing on its expertise as a licensed virtual asset manager. See February 21, 2023 Press Release, attached hereto as Exhibit 1. The arrangement will permit the Company to raise money through the creation NFTs and the development of a DAO, which is essentially a digital Titanic club or advisory committee with a financial interest in the Company’s success.

Similarly, the Company entered a verbal agreement with Venture Smart Financial Holdings Ltd., a Hong Kong based financial services platform (“VSFG”). VSFG will work with the Company to structure the tokenization of the intellectual property and also develop tokenized instruments for accredited investors, drawing on its expertise as a licensed virtual asset manager. This will enable compliant capital raising for the ongoing research, recovery, preservation, exhibition, and licensing of RMST's assets.

As previously reported, the Company’s sale of an NFT will merely vest in the purchaser ownership of the digital merchandise or “token”, not in the underlying artifact from which it was derived. Similarly, the Company’s Titanic DAO will permit purchasers of tokens to have informal input into the Company, similar to the rights of shareholders in a public company, but without

legal interests attendant to stock ownership in a Corporation. It allows for community engagement to gather Titanic fans and historians through new technologies while raising capital for the Company and its members. The Company expects to treat the DAO as an advisory group, seeking input and proposals on aspects of RMSTs business; but of course, the Company's officers and directors will continue to maintain full legal authority to direct the Company's business. The DAO will have no formal legal interest in the Company or the artifacts, but will have certain rights to income generated through the Company's operation.

V. Reserve Account.

As of February 22, 2023, the balance in the reserve account was \$1,180,770.96. The Company made its most recent quarterly deposit on February 21, 2023, and the next deposit will be made on May 19, 2023.

Respectfully submitted,

RMS TITANIC, INC.

By Counsel:

/s/

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CERTIFICATE OF SERVICE

I hereby certify that on February 22, 2023, a copy of the foregoing has been electronically filed with the Clerk of the Court using the CM/ECF system, which will send electronic notification of such filing to all counsel of record.

/s/

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